

## Guide for Corporations Dissolving, Surrendering (Withdrawing) or Merging

References in this publication are to the California Revenue and Taxation Code (R&amp;TC).

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**A General Information**

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Before a corporation can be dissolved, surrendered or merged by the Office of the Secretary of State (SOS), the Franchise Tax Board (FTB) must issue a tax clearance certificate (R&TC Section 23334). The FTB shall issue the tax clearance certificate or notify the person requesting the certificate that further action is necessary within thirty (30) days after receipt of the request for the certificate. Even though a corporation is in the process of surrendering or merging, the corporation must file tax returns and pay at least the minimum franchise tax, if applicable, until formally surrendered or merged. Also, a corporation must file a final tax return within two months and 15 days after the close of the month in which a dissolution or surrender occurs. All returns will remain subject to audit.

To dissolve, surrender or merge a corporation, you must file documents with the SOS, and in some cases, the FTB and the Registry of Charitable Trusts.

**Addresses****Dissolution of Domestic Stock Corporations**

Send your Certificate of Dissolution, together with form FTB 3555, Assumption of Tax Liability/Request for Tax Clearance Certificate Supplemental Information, to:

**Secretary of State**  
1500 Eleventh St., 3rd Fl.  
Sacramento, Ca 95814-5701

**Dissolution of Domestic Nonprofit Corporations, and Surrender of Foreign Corporations or Mergers**

Send your form FTB 3555, Assumption of Tax Liability/Request for Tax Clearance Certificate Supplemental Information, to:

**Franchise Tax Board**  
**ATTN: Tax Clearance Unit**  
P.O. Box 1468  
Sacramento, CA 95812-1468

and documents to:

**Secretary of State**  
1500 Eleventh St., 3rd Fl.  
Sacramento, CA 95814-5701

For proof of submittal of proposed documents to the SOS, we recommend you send them certified mail, with Return Receipt Requested.

In an emergency, you may get approval to receive a tax clearance certificate from the FTB's Sacramento District Office located at:

**8745 Folsom Blvd., Ste. 150**  
**Sacramento, CA 95826-3709**

To get approval, contact the Tax Clearance Unit at (916) 845-4131 before going into the district office.

**Suspended Corporations**

The FTB cannot issue a tax clearance certificate to a suspended corporation. Suspended corporations must first revive to "good standing." For revivor requirements, call the FTB at the appropriate telephone number listed on Side 2.

**Corporations Not Qualified or Incorporated in California**

Corporations not qualified or incorporated through the California SOS are not required to dissolve or withdraw. However, these corporations are required to file a final return with the Franchise Tax Board.

**Forms**

You may get the FTB forms you need at any of the FTB district offices listed on Side 2 or you may call the Tax Clearance Unit at (916) 845-4124.

You may get the SOS samples and/or forms for dissolution, surrender, or merger from the:

**Secretary of State**  
1500 Eleventh St., 3rd Fl.  
Sacramento, CA 95814-5701  
Telephone: (916) 657-5448

**Questions**

Direct questions regarding dissolution, surrender, or merger to:

**Secretary of State**  
**ATTN: Legal Review**  
1500 Eleventh St., 3rd Fl.  
Sacramento, CA 95814-5701

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**B Documents Required for Dissolution**

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Your request for dissolution must be in writing, accompanied by a Certificate of Dissolution and form FTB 3555, Assumption of Liability/Request for Tax Clearance Certificate Supplemental Information.

**Steps of Dissolution**

1. Send the Certificate of Dissolution for a California domestic stock corporation and form FTB 3555, Assumption of Tax Liability/Request for Tax Clearance Certificate Supplemental Information, to:

**Secretary of State**  
1500 Eleventh St., 3rd Fl.  
Sacramento, CA 95814-5701

2. The SOS will forward your form FTB 3555 to the FTB. Before the FTB can issue a tax clearance certificate, you must:
  - file an assumption of liability (see Section C); or
  - post a surety bond (see Section C); or
  - post a cash deposit (see Section C); or
  - file a final return and pay the total tax due (see Section C).

Assumptions and all required attachments should be submitted with your Certificate of Dissolution when dissolving California domestic stock corporations.

3. The FTB may request additional information and/or documentation before issuing the tax clearance certificate. A copy of the tax clearance certificate will be sent to the corporation, the SOS, and to the representative, if applicable.
4. The SOS will file the Certificate of Dissolution upon receiving a tax clearance certificate from the FTB. The date of dissolution will be

the date the SOS received the Certificate of Dissolution.

5. The Secretary of State cannot file the dissolution document for the dissolution of California nonprofit corporations prior to the issuance of the tax clearance certificate.

**Note:** In voluntary dissolution proceedings, public benefit corporations must give prior notice to the Attorney General by mailing a letter to:

**Office of the Attorney General**  
**Registry of Charitable Trusts**  
P.O. Box 903447  
Sacramento, CA 94203-4470  
Telephone: (916) 445-2021, extension 6#

If the corporation has been granted exemption by the FTB under R&TC Section 23701, call (916) 845-4171 for instructions.

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**C Required for a Tax Clearance Certificate**

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**Assumption**

To obtain a tax clearance certificate based on an individual assumption, individuals must be a California resident and must complete pages 1, 2, and 3 of form FTB 3555, Assumption of Tax Liability/Request for Tax Clearance Certificate Supplemental Information.

Assuming corporations must complete pages 1 and 4 of form FTB 3555.

The corporation and the assumer must not be delinquent in filing tax returns or paying taxes.

A corporate assumer must be another corporation that is incorporated in or qualified to do business in California. Newly qualified corporations or corporations simultaneously qualifying must provide a financial statement indicating sufficient net worth to meet any potential tax liability of the dissolving, surrendering or merging corporation.

Partnerships and estates may not file an assumption. However, partners or beneficiaries may file an individual assumption of liability by completing pages 1, 2 and 3 of form FTB 3555.

For a trust that is an assumer, complete pages 1 and 2 of form FTB 3555, with the trust as the assumer. The trustee must sign on page 2.

**Surety Bond**

To obtain a tax clearance certificate based on a surety bond, file form FTB 3555 with a letter requesting the amount of the surety bond.

The FTB will release the bond after the post dissolution audit has determined that there is no tax liability. The post dissolution audit is completed approximately one year after formal dissolution, surrender, or merger. This allows time for you to file the final corporation tax return and for the FTB to process the tax return.

**Cash Deposit**

To obtain a tax clearance certificate based on cash deposit, send form FTB 3555 with a letter requesting the amount of the cash deposit.

After the FTB notifies you of the amount of the cash deposit, send the cash deposit with a copy of the FTB letter stating the amount to:

**Franchise Tax Board  
ATTN: Fiscal Accounting  
P.O. Box 2800  
Sacramento, CA 95812-2800**

The cash deposit does not draw interest. The FTB will refund the cash deposit approximately one year after formal dissolution when post dissolution audit has determined there is no tax liability.

#### Final Return/Taxes Paid

If the corporation has ceased business and has filed, or is in the process of filing a final return, a tax clearance certificate may be issued only after the FTB determines by audit that no tax liability exists.

You may file the final return with form FTB 3555 or, if you have already filed the final return, send form FTB 3555 and check the box indicating that the tax clearance certificate be issued based on taxes paid. Also state when the final return was filed. Mail form FTB 3555 to:

**Franchise Tax Board  
Attn: Tax Clearance Unit  
P.O. Box 1468  
Sacramento, CA 95812-1468**

If time is a consideration, you may wish to use the Surety Bond or Cash Deposit Method.

## D Procedures for Surrender or Merger

### Steps of Surrender (Withdrawal)

1. Mail form FTB 3555, Assumption of Tax Liability/Request for Tax Clearance Certificate Supplemental Information to:

**Franchise Tax Board  
ATTN: Tax Clearance Unit  
P.O. Box 1468  
Sacramento, CA 95812-1468**

Send overnight mail and express mail to:

**Franchise Tax Board  
ATTN: Tax Clearance Unit  
9645 Butterfield Way  
Sacramento, CA 95827**

For more information on what is required before the FTB can issue a tax clearance certificate, see Section B (2).

2. Mail the Certificate of Surrender of Right to Transact Intrastate Business to:

**Secretary of State  
1500 Eleventh St., 3rd Fl.  
Sacramento, CA 95814-5701**

### Steps of Merger

1. Mail form FTB 3555, Assumption of Tax Liability/Request for Tax Clearance Certificate Supplemental Information to:

**Franchise Tax Board  
ATTN: Tax Clearance Unit  
P.O. Box 1468  
Sacramento, CA 95812-1468**

Send overnight mail and express mail to:

**Franchise Tax Board  
ATTN: Tax Clearance Unit  
9645 Butterfield Way  
Sacramento, CA 95827**

For more information on what is required before the FTB can issue a tax clearance certificate, see Section B (2).

2. Mail merger documents to:

**Secretary of State  
1500 Eleventh St., 3rd Fl.  
Sacramento, CA 95814-5701**

## Telephone Assistance

If you have any questions, you may call the FTB using the numbers shown below.

Our regular toll-free telephone service is available from 7:00 a.m. until 8:00 p.m. Monday through Friday from the first working day in January through April 15. The best times to call are between 7:00 and 10:00 in the morning and between 6:00 and 8:00 in the evening. Service is also available from 8:00 a.m. through 5:00 p.m. on the two Saturdays prior to April 15. After April 15, service is available Monday through Friday, between 8:00 a.m. and 5:00 p.m.

From within the United

States, call . . . . . 1-800-852-5711

From outside the United States

call (not toll-free) . . . . . 1-916-845-6500

### Hearing Impaired

Toll-free phone service is provided for the hearing impaired with a Telecommunications Device (TDD). Call 1-800-822-6268. The Franchise Tax Board will also accept calls for, and relay messages to, any California state agency.

### Bilingual Assistance

Para obtener servicio bilingüe de información sobre impuestos o formularios, llame al número de teléfono (anotado arriba) que le corresponde.

## Personal Assistance

### District Offices

Bakersfield . . . . .	
Burbank . . . . .	
Fresno . . . . .	
Long Beach . . . . .	
Los Angeles . . . . .	
Oakland . . . . .	
Sacramento . . . . .	
San Bernardino . . . . .	
San Diego . . . . .	
San Francisco . . . . .	
San Jose . . . . .	
Santa Ana . . . . .	
Santa Barbara . . . . .	
Santa Rosa . . . . .	
Stockton . . . . .	
West Covina . . . . .	

### Address

1430 Truxtun Avenue, Ste. 120
333 N. Glenoaks Blvd, Ste. 200
2550 Mariposa Street, Rm. 3002
245 West Broadway, Ste. 115
300 So. Spring St., Ste. 5704
1970 Broadway, Ste. 550
8745 Folsom Blvd., Ste. 150
215 North D Street, Ste. 301
5353 Mission Center Road, Suite 314
50 Fremont St., Ste. 900
96 No. Third St., 4th Fl.
600 West Santa Ana Blvd., Ste. 300
360 S. Hope Ave., Ste. C-110
50 D Street, Rm. 130
31 East Channel Street, Rm. 219
100 N. Barranca St., Ste. 600

### Out of State Offices

Chicago, Illinois . . . . .	
Houston, Texas . . . . .	
Manhasset, New York . . . . .	
New York, New York . . . . .	

One North Franklin, Suite 400
1415 Louisiana, Suite 1515
1129 Northern Boulevard, 3rd Fl.
1212 Avenue of the Americas, 4th Fl.

## Letters

If you find it necessary to write rather than call, please address your letter to:

**Franchise Tax Board  
P.O. Box 942857  
Sacramento, CA 94257-0540**

Include your California corporation or organization number and telephone number. Please allow 10-12 weeks for reply.

It is recommended that all documents filed with Secretary of State be sent by certified mail with return receipt requested.